STATE OF MICHIGAN
DEPARTMENT OF ENERGY, LABOR AND ECONOMIC GROWTH
OFFICE OF FINANCIAL AND INSURANCE REGULATION

Before the Commissioner of the Office of Financial and Insurance Regulation

In the matter of:

ER Urgent Care Holdings, Inc.
A Florida Corporation

Enforcement Case No. 09-7099

David Browning,

Jerry Miller,

Respondents.

______________________/

ORDER TO CEASE AND DESIST

Issued and entered
this 6/24 **day of June 2010**
by Stephen R. Hilker
Chief Deputy Commissioner

The Commissioner of the Office of Financial and Insurance Regulation ("OFIR"), pursuant to his statutory authority and responsibility to administer and enforce the Michigan Uniform Securities Act ("MUSA"), 1964 PA 265, MCL 451.501 *et seq.,* as made applicable by 2008 PA 551, MCL 451.2703 and hereby orders **ER URGENT CARE HOLDINGS, INCORPORATED, DAVID BROWNING, JERRY MILLER** ("Respondents") to immediately **CEASE AND DESIST** from engaging in the offer and sale of securities without first obtaining a registration of said securities, and to cease and desist from employing an investment scheme intended to defraud the public. Respondents are also notified of an opportunity to request a hearing on this matter.

I. BACKGROUND AND FINDINGS OF FACT

1. Respondent E.R. Urgent Care Holdings, Inc. ("ER"") is purported to be a Florida corporation with its principal place of business located in Miami. ER's securities are not registered with OFIR, nor were its offerings.

2. Respondent David Browning ("Browning") is a resident of the State of Florida. Browning has never been registered with OFIR in any capacity to transact or engage in the industry of securities in the State of Michigan. Browning held himself out to be the vice president of ER's investor relations.

3. Respondent Jerry Miller ("Miller") is a resident of the state of Florida. Miller has never been registered with OFIR in any capacity to transact or engage in the industry of securities in the State of Michigan. Miller held himself out to be the founder and director of ER.

4. Beginning in January 2005, Browning and Miller induced or otherwise caused investors to purchase securities in offerings that were not registered with OFIR, provided inadequate disclosures to investors, misrepresented the registration status of an offering and perpetrated a fraud upon investors who suffered substantial monetary losses.

5. More specifically, OFIR received information that in January 2005, that a Michigan resident identified as *John Doe 1* received a fax promoting ER's business and investment opportunities. In March 2006, Browning contacted *John Doe 1* to discuss an investment opportunity that involved buying shares of ER's common stock. Browning told *John Doe 1* that the company was expanding and would be opening 39 new clinics in Las Vegas and other cities in the country. He also stated that ER would be filing an SB-2 registration with the SEC, and that *John Doe 1* would have tradable shares once the registration was approved.

6. *John Doe 1* transferred approximately $30,000 to ER for shares of common stock. Other than the stock certificate received that memorialized the investment, *John Doe 1* was not given a prospectus, risk disclosures, or certain other related disclosures that would have been material to a reasonable investor prior to investing.

7. The stock certificate *John Doe 1* received clearly represents evidence of a security being purchased. The certificate states "This certifies that *John Doe 1* is the record holder of XXXX shares of ER Urgent Care Holdings, Inc. common stock."

8. *John Doe 1* became suspicious of his investment when he received the stock certificate and type-written upon the face of the certificate was "Restriction 144 Pending SB-2 Filing". *John Doe 1* was upset that he received a restricted stock certificate that was non-transferable.

9. *John Doe* 1 immediately demanded that ER redeem his securities. He has yet to receive return of his principal investment.

10. OFIR has information of at least 5 other Michigan investors who have had the same experience.

11. Because ER, Browning and Miller lied to investors and misappropriated funds entrusted to them Michigan citizens have been financially harmed.

II. CONCLUSIONS OF LAW

A. Violations of Section 301, MCL 451.701, of the Securities Act.

1. A security is defined in Section 401(z) of the Act, MCL 451.801(z), to mean any note; stock; treasury stock; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement; collateral-trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting-trust certificate; or certificate of deposit for a security; certificate of interest or participation in an oil, gas, or mining title or lease …or, any contractual or quasi contractual arrangement pursuant to which (1) a person furnishes capital, other than services, to an issuer; (2) a portion of that capital is subjected to the risks of the issuer's enterprise; (3) the furnishing of that capital is induced by the representations of an issuer, promoter, or their affiliates which give rise to a reasonable understanding that a valuable tangible benefit will accrue to the person furnishing the capital as a result of the operation of the enterprise; (4) the person furnishing the capital does not intend to be actively involved in the management of the enterprise in a meaningful way; and (5) a promoter or its affiliates anticipate, at the time the capital is furnished, that financial gain may be realized as a result thereof.

2. The investments offered by ER meet the definition of a security as set forth in Section 401(z). Members of the public invested money in common stocks of a corporation.

3. Moreover, the Browning and Miller ("Principal Respondents") were instrumental in inducing members of the public to invest their monies in the securities they offered and sold.

4. OFIR staff conducted a search to locate records of any registration or exemption filings pursuant to the MUSA related to Principal Respondents and ER. No such records were found for the individuals, business entities, or their securities.

5. As a result of the conduct described above, the Principal Respondents and ER violated Section 301 of the MUSA, which states it is unlawful for any person to offer or sell any security in this state unless the security is registered or exempt under the Act.

B. Violations of Section 101, MCL 451.501 of the Securities Act.

6. Section 101 of the MUSA provides "it is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly to:

   - employ any device, scheme, or artifice to defraud,

   - make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading,

- engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person."

7. The Principal Respondents, individually and through their businesses, committed acts and caused events to happen to bring about the sale of securities in a way that defrauded Michigan residents by taking investment money in exchange for unlawful securities.

8. More specifically, the Principal Respondents took investment money in exchanged for unregistered, nonexempt securities.

9. The Principal Respondents also made untrue statements of material facts or failed to state material facts necessary in order to keep the statements made, in the light of the circumstances under which they were made, from being misleading and which would have been material to a reasonable investor prior to investing.

10. More specifically, the Principal Respondents, individually and through their business, in exchange for money, told investors that they would receive transferable stock based on a SB-2 registration filing. Nor did they provide the investors with the risks associated with the investment, and fees and commissions assessed.

11. Based on the foregoing, the Principal Respondents and their business violated Section 101 of the MUSA where they took money in an investment scheme from Michigan residents in exchange for unregistered, nonexempt securities without providing the risks associated with the investment, and fees and commissions assessed.

12. Further the Principal Respondents and their business violated Section 101 of the MUSA where they did not invest the money as they represented they would, did not keep the investor informed on matters concerning the investment, and falsified investment account statuses, which are all demonstrative of engaging in acts, practices, or a course of business which operated as a fraud upon Michigan investors.

WHEREAS, Section 408 of the MUSA, MCL 451.808, states that whenever it appears to the Administrator (Commissioner of the Office of Financial and Insurance Regulation) that any person has engaged or is about to engage in any Act or practice constituting a violation of any provision of this Act or any rule or order hereunder, it may in its discretion issue a cease and desist order or bring an action in a circuit court to enjoin the Act or practices and to enforce compliance with this Act or any rule or order hereunder; and

WHEREAS, the Administrator finds this Order necessary and appropriate in the public interest, for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the MUSA; and

WHEREAS, the Administrator retains the right to pursue further administrative action against Respondents should the Administrator determine that such action is necessary and appropriate in the public interest, for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the MUSA, and may include but not be limited to bringing an action in circuit court to enjoin the acts and practices of the Respondents and upon proper showing seek an order to require an accounting or disgorgement of ill-gotten gains; and

WHEREAS, based on the foregoing, OFIR Staff recommends that the Administrator find that Respondents have engaged in acts and practices that violate Sections 101, 201 and 301 of the MUSA.

III. ORDER

IT IS THEREFORE ORDERED, pursuant to Section 408 of the Act, MCL 451.808, and Section 409 of the Act, MCL 451.809, that:

1. Respondents shall immediately **CEASE AND DESIST** from violating Sections 101, 201 and 301 of the MUSA.

2. Based upon Respondents' violations of the MUSA and because the Administrator finds that it would be in the public interest, that any exemptions under Section 402(a)(1), (6), (7), (8), (9), (10), and 402(b) of the MUSA, MCL 451.802(a)(1), (6), (7), (8), (9), (10), and 451.802(b) for which Respondents might qualify, are hereby **SUMMARILY DENIED AND REVOKED** for all purposes provided under Section 408(c) of the MUSA, MCL 451.808(c), including but not limited to Respondents' right to engage in transactions otherwise exempt under Section 402(b) of the Act, MCL 451.802(b) in the future absent compliance with the registration provisions of the Act.

3. Similarly, the Administrator finds that it would be in the public interest, that any exemptions for which Respondents might qualify for pursuant to the Michigan Uniform Securities Act 2002, 2008 PA 551, MCL 451.2101, *et seq.,* effective October 1, 2009, are hereby **SUMMARILY DENIED AND REVOKED**.

Failure to comply with this **ORDER** may subject the Respondents to a criminal penalty of not more than $25,000 for each violation, or imprisonment of not more than 10 years, or both.

IV. NOTICE OF OPPORTUNITY FOR HEARING

Section 408(b) of the MUSA, MCL 451.808, provides:

A person who has been ordered to cease and desist may file with the administrator within **15 days** after service on him or her of the order a written request for a hearing. The administrator within 15 days after the filing shall issue a notice of hearing and set a date for the hearing. If a hearing is not requested by the person or is not ordered by the administrator within 15 days, the order will stand as entered. The administrator shall hold the hearing in accordance with the administrative procedures act of 1969, Act No. 306 of the Public Acts of 1969, as amended, being sections 24.201 to 24.328 of the Michigan Compiled Laws, and shall have all the powers granted thereunder. The administrator shall issue a decision sustaining, modifying, or dismissing the original order.

Should Respondents wish to request a hearing relating to the Commissioner's Order to Cease and Desist, a hearing must be requested in writing within 15 days of the issuance of this Order. The request for a hearing must be addressed to:

Dawn Kobus, Hearings Coordinator
Office of Financial and Insurance Regulation
Ottawa State Office Building, Third Floor
611 West Ottawa Street
Lansing, Michigan 48933

Please be advised that any statements made are voluntary and may be used in any proceeding that may be held. If a hearing is requested, Respondents have the right at its expense to legal representation at the hearing. A licensed attorney must represent Respondents that are corporations or limited liability companies.

The Commissioner retains the right to pursue further administrative action against the Respondents should the Commissioner determine that such action is necessary and appropriate in the public interest, for the protection of consumers, and consistent with the purposes fairly intended by the policy and provisions of the Act.

Any other communication regarding this Order should be addressed to the Office of Financial and Insurance Regulation, Attention: Elizabeth V. Bolden, P.O. Box 30220, Lansing, Michigan 48909, Telephone: 877-999-6442.

OFFICE OF FINANCIAL AND INSURANCE REGULATION

Stephen R. Hilker
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Chief Deputy Commissioner